

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

MICHELLE P. BURK, Derivatively on
behalf of Sonus Networks, Inc.,
A Delaware Corporation,

Plaintiff,

v.

HASSAN M. AHMED, EDWARD T.
ANDERSON, PAUL J. FERRI, RUBIN
GRUBER, PAUL SEVERINO, JOHN
MICHAEL O'HARA, EDWARD N.
HARRIS, STEPHEN NILL and
PAUL R. JONES,

Defendants,

and

SONUS NETWORKS, INC.,
A Delaware Corporation,

Nominal Defendant.

Case No. 04-10384 (DPW)

DEFENDANTS' MOTION TO STAY OR, IN THE ALTERNATIVE, TO DISMISS

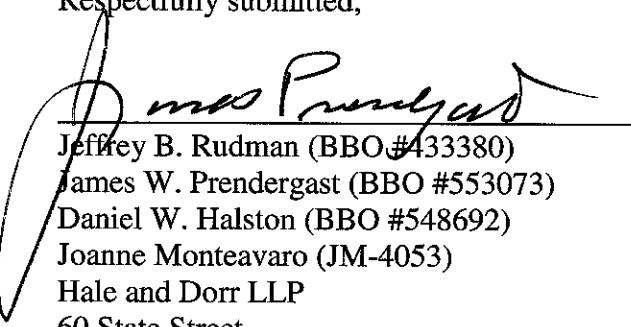
The defendants, Hassan M. Ahmed, Edward T. Anderson, Paul J. Ferri, Rubin Gruber, Paul Severino, John Michael O'Hara, Edward N. Harris, Stephen Nill and Paul R. Jones ("Defendants"), hereby move to stay this action until the Massachusetts Superior Court has ruled on the Defendants' pending Motion to Dismiss nearly identical, first-filed derivative actions in the Business Litigation Session of the Massachusetts Superior Court (the "State Actions"). A stay of this action would be the most efficient use of both the parties' and the Court's resources, and would prevent duplicative litigation of substantially similar issues. In support of their

Motion to Stay, the Defendants have filed the accompanying Memorandum of Law in Support of Motion To Stay Or, In The Alternative, To Dismiss ("Memorandum").

In the alternative, the Defendants request that the Court dismiss this action for the reasons set forth in the Defendants' Motion to Dismiss the State Actions, a copy of which is attached as Exhibit A to the Defendants' Memorandum.

For the reasons set forth in the accompanying Memorandum, the Defendants request that the Court: (1) grant their motion to stay this action until the Massachusetts Superior Court has ruled on Defendants' Motion to Dismiss the State Actions; (2) in the alternative, in the event that the Court denies the Defendants' request for a stay, then the Defendants request that the Court dismiss this action in its entirety for the reasons set forth in the Defendants' Motion to Dismiss the State Actions; and (3) grant such further relief that the Court deems fair and just.

Respectfully submitted,


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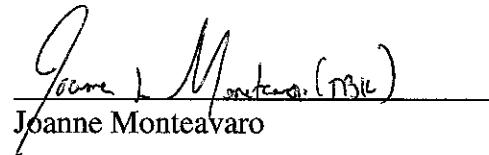
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Dated: April 2, 2004

CERTIFICATE OF CONFERENCE

I, Joanne Monteavarro, hereby certify that on or about March 31, 2004, I contacted Peter A. Lagorio, counsel for plaintiff Michelle P. Burk via telephone in an attempt to narrow or resolve the issues presented in this Motion, but was unable to do so.



Joanne Monteavarro